



**BOMBARDIER  
CAPITAL**

**Bombardier Capital Rail Inc.**  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311 United States  
Telephone (763) 420-8000  
Fax (763) 420-8003  
<http://www.capital.bombardier.com>



July 24, 2001

**Surface Transportation Board**  
Recordation of Railroad Equipment  
1925 K. Street NW, Suite 704  
Washington, D.C. 20423-0001

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals of Memorandum of Railcar Lease Agreement dated as of April 23, 2001, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.  
(formerly called NorRail, Inc.)  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311  
Phone: 763-416-7207

Lessee: Chemical Lime Company  
3708 Hulen Street  
Fort Worth, TX 76107  
Phone: 817-732-8164

The enclosed Memorandum of Railcar Lease Agreement covers the ten (10) 5650 Cu Ft Covered Hopper Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Chemical Lime Company, as Lessee covering ten (10) 5650 Cu Ft Covered Hopper Railcars. The Railcars are marked with the NRLX reporting mark and numbered as indicated on Exhibit A to the Memorandum attached hereto."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,

*Gail M. Blagsvedt*

Gail M. Blagsvedt  
Contract Administrator  
Enclosures

RECORDATION NO. 23597 FILED

AUG 3 '01 9-87 AM

TS  
SURFACE TRANSPORTATION BOARD

## MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of April 23, 2001 by and between **Bombardier Capital Rail Inc.** (formerly called NorRail, Inc., a Minnesota Corporation, and herein called "Lessor") and **Chemical Lime Company**, a Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1839 dated April 29, 1999 between Lessor and Lessee (hereinafter referred to as the "Lease").

2. Pursuant to Schedule No. 003 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the ten (10) railcars bearing the reporting mark and numbers indicated on Exhibit A hereto, all as more particularly described in the Lease.

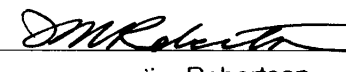
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

**LESSOR: Bombardier Capital Rail Inc.**

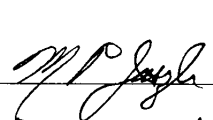
By:   
L. Lee Struble  
Vice President-Sales

Its: \_\_\_\_\_

By:   
Jim Robertson  
Vice President & General Manager

Its: \_\_\_\_\_

**LESSEE: Chemical Lime Company**

By:   
M. P. Singh  
Director - Logistics

Its: \_\_\_\_\_

By: \_\_\_\_\_

Its: \_\_\_\_\_

RECORDATION NO. 23597 FILED

AUG 3 '01 9-37 AM

SURFACE TRANSPORTATION BOARD

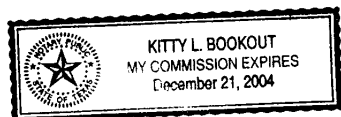
**EXHIBIT A  
TO SCHEDULE 003**

<b>EQUIP</b>	<b>ON RENT</b>
NRLX056483	5/15/01
NRLX056537	5/8/01
NRLX056538	5/8/01
NRLX056540	5/8/01
NRLX056570	5/8/01
NRLX056572	5/24/01
NRLX056586	5/17/01
NRLX056590	5/17/01
NRLX056652	5/10/01
NRLX056653	5/8/01

STATE OF Texas, COUNTY OF Tarrant TO WIT:

On this 4 day of ~~April~~<sup>May</sup>, 2001 before me personally appeared,  
M. P. Juseli and ~~\_\_\_\_\_~~<sup>he is</sup> to me personally known, who  
being by me duly sworn, says that ~~they are~~<sup>he is</sup> the ~~Director-Logistics and~~<sup>Director-Logistics</sup>,  
respectively of **Chemical Lime Company**, a Nevada Corporation, that said  
instrument was signed on behalf of said corporation by authority of its Board of  
Directors, and ~~they~~<sup>he</sup> acknowledged that the execution of the foregoing instrument was  
the free act and deed of said corporation.

(Seal)

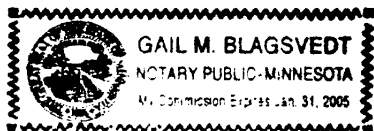


Kitty L. Bookout  
Notary Public  
My commission expires: 12/21/2004

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 18 day of ~~April~~<sup>MAY</sup>, 2001 before me personally appeared ~~Bradley G. Gunstad~~<sup>Jim Robertson</sup> and L. Lee Struble, to me personally known, who being by me duly sworn,  
says that they are the Vice President & General Counsel and Vice President, Sales,  
respectively of **Bombardier Capital Rail Inc.**, a Minnesota Corporation, that said  
instrument was signed on behalf of said corporation by authority of its Board of  
Directors, and they acknowledged that the execution of the foregoing instrument was  
the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public  
My commission expires: 1-31-2005